198000001032

(Requestor's Name)			
(Address)			
(Address)			
(City/State/Zip/Phone #)			
PICK-UP	☐ WAIT	MAIL	
(Business Entity Name)			
(Document Number)			
Certified Copies	_Certificates of	Status	
Special Instructions to Filing Officer:			
0 , , ,			
Kested			

Office Use Only

100081284301

11/02/06--01024--005 **55.00

06 NOV -2 PH 12: 35

BROWN, GARGANESE, WEISS & D'AGRESTA, P.A.

Attorneys at Law

Debra S. Babb-Nutcher" Joseph E. Blitch Usher L. Brown * Suzanne D'Agresta" Anthony A. Garganese" J.W. Taylor Jeffrey S. Weiss Offices in Orlando, Kissimmee, Cocoa, Ft. Lauderdale & Tampa

Michael O'Brien Colgan Scott J. Dornstein Mitchell B. Haller Katherine W. Latorre Amy J. Pitsch

Erin J. O'Leary Catherine D. Relschmann William E. Relschmann, Jr. Of Counsel

via Federal Express delivery

*Board Certified Civil Trial Lawyer
"Board Certified City, County & Local Government Law

Re:

November 1, 2006

Secretary of State/Corporate Division 2661 Executive Center Circle CLIFTON BUILDING Tallahassee, FL 32301

Nelson/Gen

Our File:

548-001

DOCUMENTS ENCLOSED

The following enclosure(s) are forwarded for action indicated by check mark below:

Amended and Restated Articles of Organization of Nelson, LC this firm's check in the amount of \$55.00

Comments: The enclosed \$55.00 represents the amendment fee and the fee for a certified copy. Please call Tami if you have any questions - (407) 425-9566, xt. 212. Thank you for your time and assistance in this matter.			
Depositions:			
Response Due:	File With Court File		
Signature	x_ Other		
For Your File	Invoices - Please pay direct		
For Your Information	Return to: BGW&D, P.A.		

AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF NELSON, LC

These are the Amended and Restated Articles of Organization for Nelson, LC, in accordance with the provisions of §608.411, Florida Statutes. The undersigned certify and restate the association of ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, for profit. We further declare that the following articles shall serve as the restated charter and authority for the conduction business of the limited liability company, Nelson, LC.

This restates and amends the original Articles of Organization for Nelson LC fled with the Florida Department of State on July 6, 1998.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

ত্

The name of the limited liability company shall be Nelson, LC, and its principal office shall be located at 1150 Albright Road, Sanford, FL 32771, (which address is located in the County of Seminole, in the State of Florida), and Nelson, LC shall have the power and authority to establish branch offices at any other place or places as the Members may designate. The name of this limited liability company has always been Nelson, LC, and there is no change with regard to the name of the company.

ARTICLE II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

- 1. To engage in any activity or business authorized under the Florida Statutes.
- 2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
- 3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
- 4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

- 5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for formation, rights, privileges, and immunities of limited liability companies for profit.
- 6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statement contained in each clause shall, except a otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV. MANAGEMENT

This limited liability company, Nelson, LC, is to be managed by a Business Manager identified as Dennis K. Towell. The Business Manager, Dennis K. Towell, is not a member of nor does he own any interest in this limited liability company. The ownership of this limited liability company is in the Tempestuous Trust, Usher L. Brown as Trustee thereof.

The tenure, responsibilities and terms and conditions of service of the Business Manager, Dennis K. Towell, shall be in the discretion of the Tempestuous Trust, said discretion exercised in accordance with its trust agreement. The address of the Business Manager, Dennis K. Towell is the principal address for the limited liability company, 1150 Albright Road, Sanford, (in Seminole County), Florida 32771.

ARTICLE V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI. CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by all members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII. PROFITS AND LOSSES

- 1. Profit Sharing. The members shall be entitled to the net profit arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members on an annual basis on or before April 1st of each year, or at such other times and places as determined by the Business Manager.
- 2. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII. DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 225 East Robinson Street, Suite 660, City of Orlando, County of Orange, State of Florida, and the name of the company's initial registered agent at that address is Usher L. Brown.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Amended and Restated Articles of Organization of Nelson, LC.

Executed by the undersigned at Orlando, Orange County, Florida on October 27, 2006.

NELSON, LC

By:_____Usher L. Brown, Esquire

Attorney-In-Fact and Trustee of its Member, the Tempestuous Trust

ARTICLE X. ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

This is the required statement under §608.415, Florida Statutes. The undersigned, Usher L. Brown, hereby accepts the appointment as registered agent of Nelson, LC in accordance with the requirements of §608.415, Florida Statutes, and as stated herein and in Article IX hereinabove. The undersigned is familiar with, and accepts the obligations of this position as provided for under Chapter 608, Florida Statutes.

Usher L. Brown, Registered Agent for

Nelson, LC

Usher I Brown

G.\Docs\Towell Rhynalds\Nelson Trust\Documents\amended and restated articles of organization.wpd